

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division**

ePLUS, INC.,)	
)	
Plaintiff,)	Civil Action No. 3:09-CV-620 (REP)
)	
v.)	
)	
LAWSON SOFTWARE, INC.,)	
)	
)	
Defendant.)	

**PLAINTIFF EPLUS'S OBJECTIONS TO DEFENDANT'S DESIGNATION AND
SUMMARY OF THE DEPOSITION OF ROBERT IRWIN AND COUNTER-
DESIGNATIONS**

Specific Objections

Defendant's Designations	ePlus's Objections (designations)	ePlus's Objections (summary)
10:14-16		
16:13-17:16	401/402 (16:25-17:16)	Mischaracterizes testimony (Mr. Irwin testified that Robert Wood Johnson negotiated a statement of work with Lawson to outline the responsibilities of Robert Wood Johnson and Lawson during implementation. Robert Wood Johnson hired a subcontractor that met on a regular basis with the Robert Wood Johnson/Lawson implementation team)
17:25-18:12		Incomplete summary (Mr. Irwin testified that Lawson provided the software, provided guidance to Robert Wood Johnson on how to build the system, and trained the core users at Robert Wood Johnson)
28:25-29:17		Mischaracterizes testimony (Mr. Irwin testified that Robert Wood Johnson uploaded additional data put into the Lawson system <i>after</i>

		<i>the item data import was done during the initial implementation)</i>
31:17-20		
49:9 – 50:7		
55:16 – 56:19	602	
57:11 – 58:7	602	
67:25-68:23	602	
69:16-70:16		

Counter-Designations

<i>e</i>Plus's Counter-Designations
56:20-57:5
58:8-59:6
69:7-10

Respectfully submitted,

Dated: August 9, 2010

/s/

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Robert Irwin – Rebuttal Summary

Lawson installed the procurement system on Robert Wood Johnson's hardware. (69:7-10)

Mr. Irwin does not know whether Lawson provided any assistance in drafting the Requisition Self-Service Training Guide (Exhibit 7) or when it was created. (56:20-57:5)

Lawson authored the Lawson Implementation Buyer Training Guide (Exhibit 8). This document was used for training that Bart Fisher, a Lawson consultant, gave to Robert Wood Johnson employees. (58:8-59:6)

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<p>1 IN THE UNITED STATES DISTRICT COURT</p> <p>2 FOR THE EASTERN DISTRICT OF VIRGINIA</p> <p>3 RICHMOND DIVISION</p> <p>4 CIVIL ACTION NO. 3:09-CV-620 (JRS)</p> <p>5 -----:</p> <p>6 ePLUS, INC., : Civil Action</p> <p>7 Plaintiff, : DEPOSITION UPON</p> <p>8 vs. : ORAL EXAMINATION</p> <p>9 : of</p> <p>10 LAWSON SOFTWARE, INC., : Defendant. : ROBERT G. IRWIN</p> <p>11 -----:</p> <p>12 TRANSCRIPT of the Videotaped Deposition of</p> <p>13 ROBERT G. IRWIN, a Witness, called for Oral</p> <p>14 Examination by the Plaintiff in the above-entitled</p> <p>15 action, said deposition being taken pursuant to</p> <p>16 Federal Rules of Civil Procedure, by and before</p> <p>17 PATRICIA J. RUSSONIELLO, a Certified Court Reporter</p> <p>18 and Notary Public of the State of New Jersey, at</p> <p>19 the office of ROBERT WOOD JOHNSON UNIVERSITY</p> <p>20 HOSPITAL, 120 Albany Street, New Brunswick, New</p> <p>21 Jersey, on Wednesday, March 10, 2010, commencing at</p> <p>22 1:55 o'clock in the afternoon.</p>	<p>1 I N D E X</p> <p>2 WITNESS DIRECT CROSS REDIRECT</p> <p>3 ROBERT G. IRWIN</p> <p>4 By Mr. Clements 6 71</p> <p>5 By Mr. Graham 67</p> <p>6 E X H I B I T S</p> <p>7 NUMBER DESCRIPTION PAGE</p> <p>8 RWJ-2 Six-page document, re, Product Order 35</p> <p>9 Form, Lawson Software Customer</p> <p>10 Agreement</p> <p>11 RWJ-3 Six-page document, re, Lawson Software 38</p> <p>12 Customer Agreement, Master Terms and</p> <p>13 Conditions</p> <p>14 RWJ-4 Multi-page document, re, Lawson 43</p> <p>15 Software Customer Agreement, Master</p> <p>16 Terms and Conditions</p> <p>17 RWJ-5 Multi-page document, re, Lawson 46</p> <p>18 Software Customer Agreement, Master</p> <p>19 Terms and Conditions (draft)</p> <p>20 RWJ-6 Multi-page document, re, Lawson 49</p> <p>21 Software America's, Inc., Statement</p> <p>22 Of Work</p> <p>23 RWJ-7 Multi-page document, re, Requisition 55</p> <p>24 Self-Service RSS Training Guide, Lawson</p> <p>25 Software</p> <p>26 RWJ-8 Multi-page document, re, Lawson 57</p> <p>27 Implementation Buyer Training Guide</p> <p>28 RWJ-9 Multi-page document, re, System 59</p> <p>29 Admin Steps To Adding An Item</p> <p>30 RWJ-10 Multi-page document, re, Requisition 62</p> <p>31 Approval Training Guide</p>
<p>1 A P P E A R A N C E S:</p> <p>2 GOODWIN PROCTER LLP</p> <p>3 By JAMES D. CLEMENTS, ESQUIRE</p> <p>4 53 State Street, Exchange Place</p> <p>5 Boston, Massachusetts 02109</p> <p>6 Tel: (617) 570-1000 Fax: (617) 523-1231</p> <p>7 Attorneys for Plaintiff</p> <p>8</p> <p>9 MERCHANT & GOULD P.C.</p> <p>10 By JOSHUA P. GRAHAM, ESQUIRE</p> <p>11 3200 IDS Center</p> <p>12 80 South Eighth Street</p> <p>13 Minneapolis, Minnesota 55402-2215</p> <p>14 Tel: (612) 332-5300 Fax: (612) 332-9081</p> <p>15 Attorneys for Defendant</p> <p>16</p> <p>17 NORRIS, MC LAUGHLIN & MARCUS, P.A.</p> <p>18 By JAMES J. SHRAGER, ESQUIRE</p> <p>19 731 Route 202-206</p> <p>20 Bridgewater, New Jersey 08807</p> <p>21 Tel: (908) 722-0700 Fax: (908) 722-0755</p> <p>22 Attorneys for Deponent</p> <p>23</p> <p>24 A L S O P R E S E N T:</p> <p>25 Michael Ciliberti, Videographer</p>	<p>1 E X H I B I T S (continued)</p> <p>2 NUMBER DESCRIPTION PAGE</p> <p>3 RWJ-11 Multi-page document, re, Procure 64</p> <p>4 Design Document For Robert Wood</p> <p>5 Johnson University Health</p> <p>6 RWJ-12 Lawson S3 demo video (to be marked) ---</p>

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<p>5</p> <p>1 THE VIDEOGRAPHER: Here begins</p> <p>2 videotape number one in the deposition of Robert</p> <p>3 Irwin in the matter of ePLUS Incorporated versus</p> <p>4 Lawson Software in the U.S. District Court for the</p> <p>5 Eastern District of Virginia, Case Number</p> <p>6 3:09-CV-620.,</p> <p>7 Today's date is March 10th, 2010 and</p> <p>8 the time indicated on the video screen is 1:55 p.m.</p> <p>9 The video operator today is Mike</p> <p>10 Ciliberti and this video deposition is taking place</p> <p>11 at 120 Albany Street, New Brunswick, New Jersey.</p> <p>12 Counsel, please voice identify</p> <p>13 yourselves and state whom you represent.</p> <p>14 MR. CLEMENTS: This is James Clements</p> <p>15 from Goodwin Procter representing plaintiff, ePLUS.</p> <p>16 MR. GRAHAM: Joshua Graham from</p> <p>17 Merchant Gould on behalf of the defendant, Lawson</p> <p>18 Software.</p> <p>19 MR. SHRAGER: James J. Shrager, Norris,</p> <p>20 McLaughlin, Marcus, on behalf of the deponent.</p> <p>21 THE VIDEOGRAPHER: The Court reporter</p> <p>22 today is Patricia Russoniello.</p> <p>23 Will the reporter please swear in the</p> <p>24 witness.</p> <p>25 R O B E R T G. I R W I N, having been duly sworn</p>	<p>7</p> <p>1 responses to be oral because I can't see from the</p> <p>2 transcript if you just nod your head or -- or say</p> <p>3 uh-huh. Does that make sense?</p> <p>4 A. I understand.</p> <p>5 Q. Okay. And if you don't understand a</p> <p>6 question please say something; otherwise, I'll</p> <p>7 assume that you understood the question. Does</p> <p>8 that --</p> <p>9 A. Okay.</p> <p>10 Q. -- make sense?</p> <p>11 Are you representing by counsel</p> <p>12 today?</p> <p>13 A. Yes.</p> <p>14 Q. And that would be Mr. Shrager?</p> <p>15 A. Yes.</p> <p>16 Q. Okay. And sometimes Mr. Shrager may</p> <p>17 object to a question but unless he instructs you</p> <p>18 not to answer then you can go ahead and answer the</p> <p>19 question after his objection. Does that make sense?</p> <p>20 A. So if he objects I'm still to answer</p> <p>21 the question?</p> <p>22 Q. Yes, unless he --</p> <p>23 A. Unless he tells me.</p> <p>24 Q. -- instructs you not to answer.</p> <p>25 A. Okay.</p>
<p>6</p> <p>1 by the Notary, testifies as follows:</p> <p>2 THE VIDEOGRAPHER: Please begin.</p> <p>3 DIRECT EXAMINATION BY MR. CLEMENTS:</p> <p>4 Q. Mr. Irwin, who is your employer?</p> <p>5 A. Robert Wood Johnson University</p> <p>6 Hospital.</p> <p>7 Q. And could you tell me your -- both</p> <p>8 your home and your work address, please?</p> <p>9 A. Home address is 1 Confield Court, Red</p> <p>10 Bank, New Jersey. Work is 1 Robert Wood Johnson</p> <p>11 Place, New Brunswick, New Jersey.</p> <p>12 Q. Thanks.</p> <p>13 Mr. Irwin have you ever been deposed</p> <p>14 before?</p> <p>15 A. No.</p> <p>16 Q. Have you attended a deposition before</p> <p>17 today?</p> <p>18 A. No.</p> <p>19 Q. Okay. I think you saw based on the</p> <p>20 demonstration this morning that I'm going to be</p> <p>21 referring to a number of documents that we'll be</p> <p>22 marking as exhibits and I'm going to ask you some</p> <p>23 questions about them.</p> <p>24 A. Okay.</p> <p>25 Q. When I ask you questions I need your</p>	<p>8</p> <p>1 Q. Is there any reason at all why you</p> <p>2 feel you cannot testify fully and accurately today?</p> <p>3 A. No.</p> <p>4 Q. Okay. Are you on any medication?</p> <p>5 A. Just my daily meds for...</p> <p>6 Q. Okay.</p> <p>7 A. You know.</p> <p>8 Q. Okay. And we'll take breaks when you</p> <p>9 want them. If there's a question pending I just</p> <p>10 ask that you answer the question before we go on</p> <p>11 break.</p> <p>12 A. Okay.</p> <p>13 Q. Do you have any questions about the</p> <p>14 procedures today?</p> <p>15 A. Nope.</p> <p>16 Q. Okay. All right. We'll get started</p> <p>17 then.</p> <p>18 Okay. If we could refer back to</p> <p>19 Exhibit SWJ-1 (sic) and as I explained earlier this</p> <p>20 is the subpoenas and schedules that were served</p> <p>21 upon Robert Wood Johnson University Hospital by</p> <p>22 plaintiff, ePLUS.</p> <p>23 Mr. Irwin, have you seen this</p> <p>24 document before?</p> <p>25 A. Yes.</p>

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<p>9</p> <p>1 Q. And when was that?</p> <p>2 A. I would say about three weeks ago.</p> <p>3 Q. Okay. If you could turn to Schedule</p> <p>4 A of the subpoenas and it's on Page 10 of the</p> <p>5 attached schedules.</p> <p>6 A. Mm'mm.</p> <p>7 Q. Okay. And could you review topics 1</p> <p>8 through 11 of Schedule A quickly.</p> <p>9 A. I've reviewed these.</p> <p>10 Q. Okay. And you understand that you've</p> <p>11 been designated to testify regarding these topics?</p> <p>12 A. I do.</p> <p>13 Q. And you understand that you are</p> <p>14 providing testimony on behalf of Robert Wood</p> <p>15 Johnson as if Robert Wood Johnson itself were</p> <p>16 sitting in the chair and giving testimony?</p> <p>17 A. Yes.</p> <p>18 Q. Are you prepared to testify on Robert</p> <p>19 Wood Johnson's behalf with respect to these topics?</p> <p>20 A. Yes.</p> <p>21 Q. And what did you do to prepare to</p> <p>22 testify concerning these topics?</p> <p>23 A. I reviewed the material that was sent</p> <p>24 out in this suit and then I reviewed a series of</p> <p>25 documents to prepare for what was going to be sent</p>	<p>11</p> <p>1 became vice-president of information systems?</p> <p>2 A. I was a consultant with Price</p> <p>3 Waterhouse Coopers.</p> <p>4 Q. So since you started Robert Wood</p> <p>5 Johnson your only position has been the</p> <p>6 vice-president of information systems?</p> <p>7 A. Correct.</p> <p>8 Q. Okay. And what did your position at</p> <p>9 Price Waterhouse Coopers entail?</p> <p>10 A. I was a consultant so we did system</p> <p>11 selection, project management for implementation</p> <p>12 and strategic IT planning.</p> <p>13 Q. And how long did you work there?</p> <p>14 A. About five years.</p> <p>15 Q. All right. Mr. Irwin, who's the</p> <p>16 principal -- excuse me. Let me start over.</p> <p>17 Who's the principal person that you</p> <p>18 interact with on a daily basis in your job here at</p> <p>19 Robert Wood Johnson?</p> <p>20 A. I interact with quite a few different</p> <p>21 people on a daily basis.</p> <p>22 We have clinical and financial</p> <p>23 systems so I interact with the physicians, the</p> <p>24 nurses for the clinical systems. I interact with</p> <p>25 the finance staff, the financial systems, and then</p>
<p>10</p> <p>1 to you.</p> <p>2 Q. Okay. So you -- I apologize.</p> <p>3 You reviewed the documents that were</p> <p>4 sent to me or reviewed an index of the documents?</p> <p>5 A. I went through my files, my office</p> <p>6 files to pull those documents out and as I was</p> <p>7 pulling them out I was reviewing them.</p> <p>8 Q. Okay. And were the documents that</p> <p>9 were provided all from your files?</p> <p>10 A. No. There were some from others.</p> <p>11 Q. And were you personally responsible</p> <p>12 for collecting those documents?</p> <p>13 A. Yes.</p> <p>14 Q. Okay. Mr. Irwin, what is your</p> <p>15 current position at Robert Wood Johnson?</p> <p>16 A. Vice-president of information systems.</p> <p>17 Q. And how long have you held that title?</p> <p>18 A. Almost eight years. Eight years</p> <p>19 in -- by the end of March.</p> <p>20 Q. Okay. And what -- what are the scope</p> <p>21 of responsibilities associated with that position?</p> <p>22 A. Responsible for all the information</p> <p>23 systems selection and maintenance and running.</p> <p>24 Implementation.</p> <p>25 Q. What position did you have before you</p>	<p>12</p> <p>1 I have my own staff and the supporting</p> <p>2 infrastructure; the technicians.</p> <p>3 Q. Okay. And so within your department</p> <p>4 of information systems who is the person that you</p> <p>5 report to directly?</p> <p>6 A. I report to the CFO.</p> <p>7 Q. And --</p> <p>8 A. Carl O'Brien.</p> <p>9 Q. Okay. And who reports to you?</p> <p>10 A. Brenda Gazinski, the director of</p> <p>11 clinical systems, Lila Price is the director of</p> <p>12 financial systems, Ray Tyska is director of</p> <p>13 operations and then I have a couple of second-tier</p> <p>14 people that report directly to me.</p> <p>15 Q. And who are those two people?</p> <p>16 A. Jordan Ruch and Irene Singer and, of</p> <p>17 course, the -- the secretary, the assistant to the</p> <p>18 department, Antoinetta Capiella.</p> <p>19 Q. Okay. Thanks.</p> <p>20 And how long -- excuse me.</p> <p>21 How large is the information systems</p> <p>22 group at Robert Wood Johnson?</p> <p>23 A. It's about 70 FTEs.</p> <p>24 Q. And you would be the overall head of</p> <p>25 that group?</p>

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<p>13</p> <p>1 A. Yes.</p> <p>2 Q. Okay. Mr. Irwin, when did you find</p> <p>3 out that you would be the designee for Robert Wood</p> <p>4 Johnson for this deposition?</p> <p>5 A. About three weeks ago.</p> <p>6 Q. And did you meet with anyone to</p> <p>7 prepare for the deposition?</p> <p>8 A. I met with Jim via telephone. I</p> <p>9 reviewed some materials with Manny Matias who was</p> <p>10 recently here and -- but I can't say really...</p> <p>11 Q. Okay. So no one else besides Mr.</p> <p>12 Shrager and Mr. Matias --</p> <p>13 A. And my associate, Ira Novak.</p> <p>14 Q. Okay. And so when you met with Mr.</p> <p>15 Matias --</p> <p>16 A. Yes.</p> <p>17 Q. -- how many times did you meet with</p> <p>18 him prior to this deposition?</p> <p>19 A. I meet with Manny on a daily basis</p> <p>20 for the last six weeks for issues concerning the</p> <p>21 Lawson install so I'm meeting with him regularly</p> <p>22 working on completing the implementation.</p> <p>23 Q. I see. But not specifically --</p> <p>24 A. Not.</p> <p>25 Q. -- to discuss the deposition?</p>	<p>15</p> <p>1 sent the first batch of documents out which</p> <p>2 specifically were around the contract and its</p> <p>3 Statement Of Work, Jim said to me that he didn't</p> <p>4 think this was complete and so the second time</p> <p>5 through I just started taking everything out of the</p> <p>6 mail files that I had.</p> <p>7 Q. Okay. But there were no other</p> <p>8 documents besides those --</p> <p>9 A. No other document.</p> <p>10 Q. -- that you reviewed?</p> <p>11 A. I mean, I didn't even give you drafts</p> <p>12 of the contract negotiations.</p> <p>13 Q. Right. Okay. All right. Thanks.</p> <p>14 All right. So I understood earlier</p> <p>15 from the testimony of Mr. Matias that Robert Wood</p> <p>16 Johnson did an implementation of the Lawson</p> <p>17 procurement software last year between -- starting</p> <p>18 in April until about November --</p> <p>19 A. Mm'mm.</p> <p>20 Q. -- is that correct?</p> <p>21 A. That's correct. We signed the</p> <p>22 contract with Lawson in August of '08 and there</p> <p>23 were a series of false starts between August and I</p> <p>24 would say March so we really kicked off the</p> <p>25 implementation in March.</p>
<p>14</p> <p>1 A. That's correct.</p> <p>2 Q. Okay. Did you have any meetings that</p> <p>3 were with Mr. Matias to discuss this deposition</p> <p>4 specifically?</p> <p>5 A. We did have a few conversations. I</p> <p>6 would say two or three conversations.</p> <p>7 Q. And what was the substance of those</p> <p>8 conversations?</p> <p>9 A. My question to Manny first and</p> <p>10 foremost is what is Punch-Out because I had no idea</p> <p>11 what it was.</p> <p>12 Q. Okay. Anything else discussed?</p> <p>13 A. Just to prepare him to do the demo.</p> <p>14 Q. Okay. Did you review any</p> <p>15 documents -- let me -- let me rephrase that.</p> <p>16 You said earlier that you reviewed</p> <p>17 the documents that you had collected --</p> <p>18 A. Mm'mm.</p> <p>19 Q. -- and produced to ePLUS?</p> <p>20 A. Yes.</p> <p>21 Q. Okay. Were there any other documents</p> <p>22 that you reviewed besides the ones that you had</p> <p>23 collected in preparation for this deposition?</p> <p>24 A. There probably were E-mails that I</p> <p>25 did not send on but after talking to Jim -- when we</p>	<p>16</p> <p>1 Q. I see. And could you explain what</p> <p>2 those false starts related to?</p> <p>3 A. Mostly around me acquiring the staff</p> <p>4 to staff the project.</p> <p>5 Q. So --</p> <p>6 A. I was...</p> <p>7 Q. -- you felt you had insufficient</p> <p>8 staff at the time when the contract was signed to</p> <p>9 implement --</p> <p>10 A. That's correct.</p> <p>11 Q. -- the software?</p> <p>12 A. That's correct.</p> <p>13 Q. Okay. And could you provide an</p> <p>14 overview of how that implementation was</p> <p>15 accomplished?</p> <p>16 A. We contracted with Lawson -- first of</p> <p>17 all, we negotiated a Statement Of Work which</p> <p>18 outlined what tasks were Lawson's responsibility</p> <p>19 and what tasks were the Hospital's responsibility.</p> <p>20 I hired a subcontractor to be the</p> <p>21 project manager and we -- we met on a regular basis</p> <p>22 with the implementation team and we moved through</p> <p>23 the milestones that were outlined in the Statement</p> <p>24 Of Work.</p> <p>25 Q. So you said that you subcontracted a</p>

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<p>17</p> <p>1 project manager?</p> <p>2 A. Yes.</p> <p>3 Q. That was someone outside of Robert</p> <p>4 Wood Johnson?</p> <p>5 A. We brought him on as a per diem</p> <p>6 employee.</p> <p>7 Q. I see. And it was someone that was</p> <p>8 also unaffiliated with Lawson?</p> <p>9 A. Yes.</p> <p>10 Q. What was that person's name?</p> <p>11 A. Mitchell Tredwell.</p> <p>12 Q. Could you spell the last name, please?</p> <p>13 A. T-r-e-d-w-e-l-l.</p> <p>14 Q. Okay. And what company did Mr.</p> <p>15 Tredwell --</p> <p>16 A. He was independent.</p> <p>17 Q. -- work for?</p> <p>18 A. He reported to me.</p> <p>19 Q. Okay. Thanks.</p> <p>20 You said that -- that Lawson and</p> <p>21 Robert Wood Johnson had negotiated a Statement Of</p> <p>22 Work to outline the responsibilities of Lawson and</p> <p>23 the hospital respectively. Is that correct?</p> <p>24 A. Correct.</p> <p>25 Q. Could you provide an overview of what</p>	<p>19</p> <p>1 My own staff might have installed the</p> <p>2 software.</p> <p>3 The Lawson's Statement Of Work was</p> <p>4 slightly different than I'm used to.</p> <p>5 Q. Okay. So you're not sure, though,</p> <p>6 whether --</p> <p>7 A. Who actually loaded the software up.</p> <p>8 Q. Right.</p> <p>9 A. Yeah.</p> <p>10 Q. Okay. And you said that Lawson</p> <p>11 provided guidance on how to build the system?</p> <p>12 A. Yes.</p> <p>13 Q. Could you explain what sort of</p> <p>14 guidance they provided?</p> <p>15 A. The various teams would get together</p> <p>16 and talk about the work flow and how they wanted</p> <p>17 the system to function and Lawson would explain if</p> <p>18 you chose these set of parameters, the system would</p> <p>19 meet that need or if you did it this way, it would</p> <p>20 work, you know -- it would work different.</p> <p>21 Q. So when you talk about the teams</p> <p>22 associated with the implementation could you</p> <p>23 describe how each team was composed?</p> <p>24 A. Right. Now, in addition to the</p> <p>25 applications that Manny discussed this morning, we</p>
<p>18</p> <p>1 the responsibilities of Robert Wood Johnson were</p> <p>2 for the implementation and what the responsibilities</p> <p>3 of Lawson were?</p> <p>4 A. Lawson was to provide the software.</p> <p>5 Robert Wood was to provide the hardware, get the</p> <p>6 system installed. Lawson provided guidance on how</p> <p>7 to build the system. Robert Wood staff actually</p> <p>8 built the system and made the final decisions on</p> <p>9 how the system would function. And then Robert</p> <p>10 Wood was responsible for testing. Lawson trained</p> <p>11 our core group of users and then our -- our we call</p> <p>12 them super users trained the staff.</p> <p>13 Q. Okay. So you said that Lawson was</p> <p>14 responsible for providing the software?</p> <p>15 A. Mm'mm.</p> <p>16 Q. Does --</p> <p>17 A. Yes.</p> <p>18 Q. -- that include the installation of</p> <p>19 the software?</p> <p>20 A. Lawson installed the software on the</p> <p>21 systems.</p> <p>22 Excuse me. Traditionally in</p> <p>23 healthcare the vendor -- vendors usually always</p> <p>24 install the software. I do believe in this case</p> <p>25 Lawson didn't install the software.</p>	<p>20</p> <p>1 also contracted for payroll and Human Resources so</p> <p>2 we had a Human Resources team, a payroll team, a</p> <p>3 general ledger team, a materials team, an accounts</p> <p>4 payable team, all right?</p> <p>5 Q. So the materials team would include</p> <p>6 the procurement --</p> <p>7 A. Yes.</p> <p>8 Q. -- system?</p> <p>9 A. And they worked closely with the</p> <p>10 accounts payable team.</p> <p>11 Q. I see. So there was one team</p> <p>12 associated with materials?</p> <p>13 A. That's correct.</p> <p>14 Q. And how large was that team?</p> <p>15 A. There probably were about five or six</p> <p>16 on that.</p> <p>17 Q. How many of those five or six people</p> <p>18 were Robert Wood Johnson employees?</p> <p>19 A. Four. There was one Lawson person.</p> <p>20 Q. Okay. So the team was four Robert</p> <p>21 Wood Johnson employees and one Lawson employee?</p> <p>22 A. Yeah. Don't hold me to the exact</p> <p>23 numbers.</p> <p>24 Q. Okay.</p> <p>25 A. It was one Lawson person and, you</p>

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<p>21</p> <p>1 know -- the team would bring in someone who might</p> <p>2 only come to a couple of meetings on a specific</p> <p>3 topic.</p> <p>4 Q. Okay. So do you remember the name of</p> <p>5 the Lawson employee that was on that team?</p> <p>6 A. His first name was Bert. I can get</p> <p>7 you the last name later.</p> <p>8 Q. Would it be Bert --</p> <p>9 A. Bart.</p> <p>10 Q. -- Fisher?</p> <p>11 A. Bart. Yeah. Bart Fisher.</p> <p>12 Q. Bart Fisher. Okay.</p> <p>13 And do you know what his title was?</p> <p>14 A. Lawson consultant.</p> <p>15 Q. Okay. He was -- Mr. Fisher was the</p> <p>16 one that was providing the guidance on how to build</p> <p>17 the materials system for Robert Wood Johnson?</p> <p>18 A. Yes.</p> <p>19 Q. Okay. Thanks.</p> <p>20 So you said that the implementation</p> <p>21 began in March of 2009. Is that correct?</p> <p>22 A. Yes.</p> <p>23 Q. And it was completed in November?</p> <p>24 So --</p> <p>25 A. November 2009 -- yeah. 2009.</p>	<p>23</p> <p>1 Q. -- for the project? Okay.</p> <p>2 And did Lawson also provide training</p> <p>3 manuals to Robert Wood Johnson personnel?</p> <p>4 A. Yes.</p> <p>5 Q. What about administrator manuals?</p> <p>6 A. What's the difference?</p> <p>7 Q. Let me ask the question a different</p> <p>8 way.</p> <p>9 What types of documentation did</p> <p>10 Lawson provide on its procurement software to</p> <p>11 Robert Wood Johnson?</p> <p>12 A. Lawson provided a series of</p> <p>13 instructional documents on how to load the item as</p> <p>14 to file, how to load the vendor file, how -- what</p> <p>15 jobs to run on a daily basis.</p> <p>16 I did not review those documents</p> <p>17 personally but we sent all those documents to you</p> <p>18 in the last thumb drive.</p> <p>19 Q. Right. I appreciate that, too.</p> <p>20 A. Okay.</p> <p>21 MR. SHRAGER: That was sarcastic in</p> <p>22 case you didn't know.</p> <p>23 THE WITNESS: That's all we had.</p> <p>24 MR. SHRAGER: He got it on the</p> <p>25 weekend.</p>
<p>22</p> <p>1 Q. Okay. So the entire implementation</p> <p>2 took about eight months. Is that correct?</p> <p>3 A. Mm'mm. Yes.</p> <p>4 Q. In -- do you know what portion of</p> <p>5 that time period was spent on implementing the</p> <p>6 Lawson procurement software?</p> <p>7 A. That entire time frame was spent on</p> <p>8 procurement.</p> <p>9 Q. Okay.</p> <p>10 A. Parallel to that, general ledger was</p> <p>11 also being done, accounts payable was being done.</p> <p>12 Q. Okay. And you said that Lawson also</p> <p>13 provided some training to Robert Wood Johnson's</p> <p>14 personnel on the procurement software?</p> <p>15 A. Yes.</p> <p>16 Q. And who did they provide that</p> <p>17 training to?</p> <p>18 A. Well, Manny, a gentleman -- Paul</p> <p>19 Febres and George Malik who's no longer with us.</p> <p>20 That would be the three individuals</p> <p>21 who received the majority of the training directly</p> <p>22 from Lawson.</p> <p>23 Q. And these three personnel were all</p> <p>24 part of the materials team --</p> <p>25 A. Yes.</p>	<p>24</p> <p>1 Q. Okay. Was Robert Wood Johnson also</p> <p>2 provided access to Lawson's Web site?</p> <p>3 A. I don't believe so.</p> <p>4 Q. Are you familiar with something</p> <p>5 referred to as the Lawson online library?</p> <p>6 A. Only the words.</p> <p>7 Q. Okay. So to your knowledge the</p> <p>8 personnel at Robert Wood Johnson have never gone on</p> <p>9 the Lawson Web site to download different types of</p> <p>10 documentation --</p> <p>11 A. I don't know the answer to that.</p> <p>12 Q. Okay.</p> <p>13 A. For all I know some of those</p> <p>14 documents could have come from there.</p> <p>15 Q. Okay. Do you know who provided the</p> <p>16 training associated with the Lawson procurement</p> <p>17 software?</p> <p>18 A. Bart.</p> <p>19 Q. So Mr. Fisher, Bart Fisher?</p> <p>20 A. (Witness indicates.)</p> <p>21 Q. And do you know about how many hours</p> <p>22 of training he provided?</p> <p>23 A. It's not a number off the top of my</p> <p>24 head. I know we were billed for it so I could</p> <p>25 probably get you the number.</p>

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<p>25</p> <p>1 Q. Okay. Was there any sort of syllabus</p> <p>2 provided for the topics that he gave training on?</p> <p>3 A. Yes, I believe there was.</p> <p>4 Q. Okay. Do you know if that was</p> <p>5 included in the documents that you provided ePLUS?</p> <p>6 A. I'm going to assume that it was.</p> <p>7 Q. Okay.</p> <p>8 A. It was our intention to.</p> <p>9 Q. And do you know if there was any</p> <p>10 training that Mr. Fisher gave that wouldn't have</p> <p>11 shown up on any such syllabus?</p> <p>12 A. I'm sure there was because as -- in</p> <p>13 the training classes and there would be a follow-up</p> <p>14 meeting, people would ask questions and he would</p> <p>15 show them how to use the system.</p> <p>16 Q. Okay.</p> <p>17 A. Ad hoc.</p> <p>18 Q. Yeah. Okay, Mr. Irwin. You're</p> <p>19 familiar with the Item Master in Lawson Software</p> <p>20 system?</p> <p>21 A. Yes.</p> <p>22 Q. And can you explain how the Item</p> <p>23 Master was initially set up for Robert Wood Johnson?</p> <p>24 A. We -- our staff extracted -- first of</p> <p>25 all, we were told what -- what fields were</p>	<p>27</p> <p>1 help.</p> <p>2 Q. Okay. And once that data was</p> <p>3 extracted from Matkon system were there particular</p> <p>4 formats that the data had to be put in in order for</p> <p>5 it to be loaded into the Item Master?</p> <p>6 A. Yes.</p> <p>7 Q. And who performed that formatting?</p> <p>8 A. I don't know who exactly did it. It</p> <p>9 was either Manny Matias, Ryan Durco or Paul Febres;</p> <p>10 all members of the Robert Wood Johnson staff.</p> <p>11 Q. Okay. And how did Robert Wood</p> <p>12 Johnson know what format that the data needed to be</p> <p>13 in in order for it to work with Item Master?</p> <p>14 A. Lawson gave us the specs.</p> <p>15 Q. Okay. So once this data that was</p> <p>16 extracted from the Matkon system was formatted</p> <p>17 along Lawson specs you stated that this data was</p> <p>18 given to Mr. Fisher to load into the Item Master?</p> <p>19 A. He did the upload.</p> <p>20 Q. I see. So at the time that the --</p> <p>21 let me start over.</p> <p>22 At the time that the system went live</p> <p>23 in November 2009 all the item data that was in the</p> <p>24 Item Master have been loaded in by Bart Fisher?</p> <p>25 A. Okay. Yeah.</p>
<p>26</p> <p>1 available in the Item Master. Then we extracted</p> <p>2 those fields from our previous vendor file -- Item</p> <p>3 Master file. Then we gave those -- that file to</p> <p>4 Bart Fisher who then loaded it up into Lawson and</p> <p>5 we did that in test and then we did that in</p> <p>6 production.</p> <p>7 Q. Okay. So you stated that the data</p> <p>8 was extracted from the preexisting system that</p> <p>9 Robert Wood Johnson was using?</p> <p>10 A. Correct.</p> <p>11 Q. And what was that system called?</p> <p>12 A. Matkon. It was -- it's owned by</p> <p>13 McKesson.</p> <p>14 Q. Okay. And you stated that Robert</p> <p>15 Wood Johnson performed the extraction of that data</p> <p>16 from the Matkon system?</p> <p>17 A. Correct.</p> <p>18 Q. And how was that done?</p> <p>19 A. Probably using Crystal or Sequel.</p> <p>20 Q. Do you know if Lawson provided any of</p> <p>21 the software that was used to extract the data from</p> <p>22 the Matkon system?</p> <p>23 A. I don't think they did at all. My</p> <p>24 staff has been extracting data from Matkon for</p> <p>25 years. There would be no reason to ask for that</p>	<p>28</p> <p>1 Q. Yes?</p> <p>2 A. Yes.</p> <p>3 Q. Okay. Does Lawson provide any</p> <p>4 ongoing maintenance services to Robert Wood Johnson</p> <p>5 related to the Lawson procurement system?</p> <p>6 A. We have an annual software</p> <p>7 maintenance contract with Lawson to provide bug</p> <p>8 fixes and enhancements.</p> <p>9 Q. And has this maintenance agreement</p> <p>10 been in place with Lawson since the initial contract</p> <p>11 was signed with Lawson?</p> <p>12 A. Yes.</p> <p>13 Q. And how often does Lawson provide</p> <p>14 this type of maintenance?</p> <p>15 A. We have not taken any enhancements</p> <p>16 yet because we're relatively new. We have had a</p> <p>17 few bug fixes --</p> <p>18 Q. Okay.</p> <p>19 A. -- since then that we loaded up.</p> <p>20 Q. Okay. Is there any other type of</p> <p>21 maintenance that's covered by the agreement other</p> <p>22 than the bug fixes and enhancements that you</p> <p>23 mentioned?</p> <p>24 A. No.</p> <p>25 Q. Okay. And since the system went live</p>

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<p>29</p> <p>1 in November 2009 has any additional item data been</p> <p>2 loaded to the Item Master?</p> <p>3 A. Yes.</p> <p>4 Q. And how is that performed?</p> <p>5 A. Using add-ins. Using the Microsoft</p> <p>6 add-ins feature.</p> <p>7 Q. And if I understood correctly from</p> <p>8 testimony earlier these Microsoft add-ins were</p> <p>9 provided from Lawson?</p> <p>10 A. As part of the Lawson contract</p> <p>11 Microsoft add-in is a third-party software package</p> <p>12 that we purchased through Lawson.</p> <p>13 Q. And who performs the upload of this</p> <p>14 data now that the system is live?</p> <p>15 A. My staff.</p> <p>16 Q. Robert Wood Johnson?</p> <p>17 A. Robert Wood Johnson.</p> <p>18 Q. Has Lawson ever provided any</p> <p>19 instructions on how to use the Microsoft add-ins</p> <p>20 for loading new vendor or item data into the system?</p> <p>21 A. Yes. And -- yes.</p> <p>22 Q. When was that?</p> <p>23 A. As recently as three weeks ago.</p> <p>24 Q. So Lawson has provided additional</p> <p>25 instruction on how to upload this data even after</p>	<p>31</p> <p>1 Did Lawson provide any additional</p> <p>2 training materials relating to loading new data</p> <p>3 into the Item Master?</p> <p>4 A. Lawson provided additional training</p> <p>5 three weeks ago to the materials staff because we</p> <p>6 weren't performing at a level that we would be</p> <p>7 happy.</p> <p>8 When they came out they brought out</p> <p>9 the original syllabus of what should be covered and</p> <p>10 then from that syllabus myself and others picked</p> <p>11 the topics that we wanted to have focus training on</p> <p>12 and add-ins was one of the topics.</p> <p>13 Q. I see. So were the topics on the</p> <p>14 syllabus the same topics that were from the</p> <p>15 syllabus that Bart Fisher provided training from?</p> <p>16 A. I'm not sure.</p> <p>17 Q. Okay. And has Robert Wood Johnson</p> <p>18 ever used any software besides the Microsoft add-ins</p> <p>19 to load new data into the Item Master?</p> <p>20 A. No.</p> <p>21 Q. Are you familiar with the module in</p> <p>22 the Lawson system called IC 811?</p> <p>23 A. I'm not familiar with any of the</p> <p>24 nomenclature of Lawson so if you rephrase that</p> <p>25 question -- I don't know what an IC 811 is.</p>
<p>30</p> <p>1 the implementation was complete?</p> <p>2 A. Yes. We continue to contract with</p> <p>3 Lawson for support and training.</p> <p>4 Q. So the support and training agreement</p> <p>5 is separate from the maintenance agreement --</p> <p>6 A. Yes, it is.</p> <p>7 Q. -- that you referred to earlier?</p> <p>8 A. Yes, it is.</p> <p>9 Q. I see. And do you know about how</p> <p>10 many hours of training Lawson has provided on using</p> <p>11 the Microsoft add-ins for loading data into the</p> <p>12 Item Master?</p> <p>13 A. I would say it's between 10 and 14,</p> <p>14 16 hours -- 10 to 16 hours. One to two days.</p> <p>15 Q. And is this training schedule</p> <p>16 beforehand or is it -- excuse me.</p> <p>17 Is this training provided on an ad</p> <p>18 hoc basis?</p> <p>19 A. We contracted with a support person</p> <p>20 to come out for a week and we established what his</p> <p>21 schedule would be for that week.</p> <p>22 Q. And do you know the person's name</p> <p>23 from Lawson that gave the training?</p> <p>24 A. Eric. I can get you the name.</p> <p>25 Q. Okay. That's fine.</p>	<p>32</p> <p>1 Q. Okay. Are you familiar with any APIs</p> <p>2 that Lawson provided that could be used to load</p> <p>3 data into the Item Master?</p> <p>4 A. No.</p> <p>5 Q. So all the data loads have been done</p> <p>6 with the Microsoft add-ins?</p> <p>7 A. Yes. All the data loads that we have</p> <p>8 done have been done with the Microsoft add-in.</p> <p>9 Q. Right. Because you said initially</p> <p>10 Bart Fisher had done the upload onto the Item</p> <p>11 Master.</p> <p>12 A. Yes.</p> <p>13 Q. Does Robert Wood Johnson have any</p> <p>14 designated contacts at Lawson for maintenance?</p> <p>15 A. The staff uses global support and I</p> <p>16 have a project director that I contact when I have</p> <p>17 concerns.</p> <p>18 Q. What's the project director's name?</p> <p>19 A. Hannah Reilly.</p> <p>20 Q. Okay. Thanks.</p> <p>21 So if you had any technical problems</p> <p>22 with the Lawson software would Hannah Reilly be the</p> <p>23 person that you would speak to?</p> <p>24 A. That's who I would speak to.</p> <p>25 Q. Right. Okay. And, otherwise,</p>

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<p>33</p> <p>1 personnel at Robert Wood Johnson would contact</p> <p>2 Global Support at Lawson?</p> <p>3 A. (Witness indicates.)</p> <p>4 Q. Is there any other specific people</p> <p>5 that...</p> <p>6 A. There was a project manager, Kevin</p> <p>7 Carney, but, frankly, he reports to Hannah and I</p> <p>8 call Hannah.</p> <p>9 Q. Okay. Do you know if Lawson puts any</p> <p>10 restrictions on the ability of Robert Wood Johnson</p> <p>11 to modify the Lawson procurement software?</p> <p>12 A. I'm not aware of Lawson having any</p> <p>13 restrictions.</p> <p>14 Q. So to your knowledge Robert Wood</p> <p>15 Johnson can make any modifications it wanted to the</p> <p>16 Lawson procurement software as it's implemented</p> <p>17 here?</p> <p>18 A. We can make any change we want using</p> <p>19 the tables and screens provided. We don't have</p> <p>20 access to source code.</p> <p>21 Q. Okay.</p> <p>22 A. Nor do we want it.</p> <p>23 Q. Do you know if Lawson puts any</p> <p>24 conditions on the warranty on the Lawson procurement</p> <p>25 software -- let me back up.</p>	<p>35</p> <p>1 Johnson for the Lawson procurement software?</p> <p>2 A. One reason would be lack of payment.</p> <p>3 Reverse engineering. I don't recall all of them</p> <p>4 but there are a few.</p> <p>5 Q. Okay. And are these provided in the</p> <p>6 license agreement?</p> <p>7 A. Yes.</p> <p>8 Q. Okay.</p> <p>9 MR. CLEMENTS: Court Reporter, could</p> <p>10 you please mark this document as Exhibit Number</p> <p>11 RWJ-2, please.</p> <p>12 (Exhibit RWJ-2 marked for</p> <p>13 identification.)</p> <p>14 Q. Okay. What you've just been handed</p> <p>15 has been marked Exhibit Number RWJ-2. If you could</p> <p>16 please take a moment to review it.</p> <p>17 MR. CLEMENTS: For the record, this</p> <p>18 document is entitled Product Order Form, Lawson</p> <p>19 Software Customer Agreement, and it bears Bates</p> <p>20 label RWJ 000003 through RWJ 000008.</p> <p>21 MR. SHRAGER: The record should</p> <p>22 reflect the Bates stamp numbers were put on by I</p> <p>23 take it your office, Mr. Clements?</p> <p>24 MR. CLEMENTS: Yes, that's correct.</p> <p>25 A. (Witness indicates.)</p>
<p>34</p> <p>1 Do you know if Robert Wood Johnson</p> <p>2 has a warranty on the Lawson procurement software?</p> <p>3 A. We do.</p> <p>4 Q. And do you know if Lawson puts any</p> <p>5 conditions on this warranty?</p> <p>6 MR. SHRAGER: If you remember, tell</p> <p>7 him. I assume the warranty will speak for itself.</p> <p>8 A. It's a fit for service warranty,</p> <p>9 right? Workmanlike...</p> <p>10 Q. Okay.</p> <p>11 A. We don't have access to the source</p> <p>12 codes so, you know, we need to use it as it's been</p> <p>13 built to be used, right? It's a standard bold</p> <p>14 letter type.</p> <p>15 Q. So to your knowledge there's -- with</p> <p>16 the exception of accessing the source code which I</p> <p>17 understand that you can't do here --</p> <p>18 A. That's right.</p> <p>19 Q. -- there's no other use that you're</p> <p>20 familiar with that -- that if you used it in such a</p> <p>21 manner it would void the warranty?</p> <p>22 A. That's correct.</p> <p>23 Q. Okay. Do you know if there's any</p> <p>24 circumstances on which Lawson reserves the right to</p> <p>25 terminate its license agreement with Robert Wood</p>	<p>36</p> <p>1 Q. Okay. Mr. Irwin, have you seen this</p> <p>2 document before?</p> <p>3 A. Yes.</p> <p>4 Q. And does this appear to be an</p> <p>5 executed agreement between Lawson and Robert Wood</p> <p>6 Johnson for the license of Lawson Software</p> <p>7 applications?</p> <p>8 A. Yes.</p> <p>9 Q. And do you note that it's signed</p> <p>10 August 29th, 2008?</p> <p>11 A. Yes.</p> <p>12 Q. So to your understanding August 2008</p> <p>13 was the first time that Robert Wood Johnson entered</p> <p>14 into a software license agreement with Lawson?</p> <p>15 A. Yes.</p> <p>16 Q. Okay. If you could, turn to the page</p> <p>17 marked Bates number RWJ -- let me just say the last</p> <p>18 three digits -- ending in 007.</p> <p>19 A. Okay.</p> <p>20 Q. And you note at the top of the page</p> <p>21 is -- has the header Schedule, parentheses, S-3</p> <p>22 units/NT?</p> <p>23 A. Yes.</p> <p>24 Q. Does this schedule accurately reflect</p> <p>25 the software applications that Robert Wood Johnson</p>

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<p>37</p> <p>1 licensed from Lawson in August 2008?</p> <p>2 A. Yes, it does.</p> <p>3 Q. Okay. And so if you look about</p> <p>4 halfway down the document there's a table with the</p> <p>5 header Lawson Procurement Suite. You see that?</p> <p>6 A. Yes.</p> <p>7 Q. And it says, "The suite includes</p> <p>8 Requisitions, Purchase Order, Inventory Control,</p> <p>9 Requisition Self-Service." You see that?</p> <p>10 A. Yes.</p> <p>11 Q. So is it correct that -- that these</p> <p>12 modules in the Lawson procurement suite were</p> <p>13 licensed from Lawson in August 2008?</p> <p>14 A. Yes.</p> <p>15 Q. And is Robert Wood Johnson currently</p> <p>16 licensing all the procurement suite products shown</p> <p>17 in this schedule?</p> <p>18 A. Yes.</p> <p>19 Q. And have all these products been</p> <p>20 implemented?</p> <p>21 A. I believe so.</p> <p>22 Q. Okay. Okay. You could put that</p> <p>23 document aside.</p> <p>24 MR. CLEMENTS: Court Reporter, could</p> <p>25 you please mark this document as Exhibit Number</p>	<p>39</p> <p>1 Q. Okay.</p> <p>2 MR. SHRAGER: There's two separate</p> <p>3 dates when Robert Wood signed it and when Lawson</p> <p>4 signed it.</p> <p>5 MR. CLEMENTS: Okay. Fair point.</p> <p>6 Q. So you see that it was signed by</p> <p>7 Lawson on August 29, 2008.</p> <p>8 A. Yes.</p> <p>9 Q. Is that correct? And that on August</p> <p>10 28, 2008 it was signed by Robert Wood Johnson?</p> <p>11 A. Yes.</p> <p>12 Q. Okay. Thanks.</p> <p>13 A. That's the same as the last agreement.</p> <p>14 Q. Yes.</p> <p>15 A. Okay.</p> <p>16 Q. Okay. If you would please turn to</p> <p>17 the page marked Bates number RWJ 000013.</p> <p>18 A. Okay.</p> <p>19 Q. And if you would, if you look at the</p> <p>20 top left column there's a Section 2.1 titled</p> <p>21 Installation And Use. Do you see that?</p> <p>22 A. Yes.</p> <p>23 Q. Okay. And then underneath there's a</p> <p>24 Section 2.1.1 and here it says, "Unless otherwise</p> <p>25 authorized by Lawson in writing only the applicable</p>
<p>38</p> <p>1 RWJ-3, please.</p> <p>2 (Exhibit RWJ-3 marked for</p> <p>3 identification.)</p> <p>4 Q. Okay, Mr. Irwin. I'm handing you</p> <p>5 what has been marked as Exhibit Number RWJ-3. If</p> <p>6 you could please take a moment to review it.</p> <p>7 MR. CLEMENTS: For the record, this</p> <p>8 document is entitled Lawson Software Customer</p> <p>9 Agreement, Master Terms and Conditions, and it</p> <p>10 bears the Bates label RWJ 000011 through RWJ</p> <p>11 000016.</p> <p>12 Q. Just let me know when you're finished</p> <p>13 reviewing it, please.</p> <p>14 A. I've reviewed it.</p> <p>15 Q. Okay. Have you seen this document</p> <p>16 before?</p> <p>17 A. Yes.</p> <p>18 Q. And is it an executed agreement</p> <p>19 between Lawson and Robert Wood Johnson governing</p> <p>20 the terms and conditions of all other written</p> <p>21 agreements between these parties?</p> <p>22 A. Yes.</p> <p>23 Q. And you note that it was also dated</p> <p>24 and signed on August 29th, 2008?</p> <p>25 A. Yes.</p>	<p>40</p> <p>1 specified customer, Lawson group, or a Lawson</p> <p>2 partner retained by that specified customer may</p> <p>3 install or host the products, upgrades,</p> <p>4 enhancements and new releases of the products,</p> <p>5 service deliverables and specified customer</p> <p>6 modifications of the Lawson products and service</p> <p>7 deliverables listed in the order form identifying</p> <p>8 that specified customer."</p> <p>9 You see that?</p> <p>10 A. Yes.</p> <p>11 Q. Are you aware that Lawson does not</p> <p>12 permit Robert Wood Johnson to use third parties to</p> <p>13 perform installation or hosting of the software</p> <p>14 licensed from Lawson unless that third party is a</p> <p>15 Lawson partner?</p> <p>16 A. Yes.</p> <p>17 Q. Okay. And if you look at Section</p> <p>18 2.1.2 it states, "The specified customer identified</p> <p>19 in an order form or Statement Of Work may use the</p> <p>20 products and service deliverables listed in that</p> <p>21 order form or Statement Of Work only in accordance</p> <p>22 with the documentation."</p> <p>23 You see that?</p> <p>24 A. Yes.</p> <p>25 Q. And are you aware that Lawson does</p>

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<p>41</p> <p>1 not permit Robert Wood Johnson to use the licensed</p> <p>2 software except in accordance with the</p> <p>3 documentation that was provided with the software?</p> <p>4 A. That's what it says.</p> <p>5 Q. Okay. Now, if you look down -- let</p> <p>6 me back up for a moment.</p> <p>7 If you look down at Section 2.4.</p> <p>8 It's titled Modifications And Ownership. Do you</p> <p>9 see that?</p> <p>10 A. Yes. Okay.</p> <p>11 Q. And it states, "Customer may modify</p> <p>12 the Lawson products and service deliverables only</p> <p>13 to the extent permitted under an order form or</p> <p>14 described in the documentation for those products."</p> <p>15 Do you see that?</p> <p>16 A. Yes.</p> <p>17 Q. And are you aware that Lawson does</p> <p>18 not permit Robert Wood Johnson to modify the</p> <p>19 licensed software except as described in the</p> <p>20 documentation for the software?</p> <p>21 A. Yes.</p> <p>22 Q. Okay. And if you look at the top of</p> <p>23 the next column, Section 2.5, and it's titled</p> <p>24 Restrictions.</p> <p>25 And under 2.5.1 it states, "The</p>	<p>43</p> <p>1 A. Yes.</p> <p>2 Q. Are you aware that Lawson does not</p> <p>3 permit Robert Wood Johnson to export the licensed</p> <p>4 software outside this country?</p> <p>5 A. Yes.</p> <p>6 Q. Okay. All right. That's all I have</p> <p>7 for that document. You can put that aside.</p> <p>8 MR. CLEMENTS: Court Reporter, could</p> <p>9 you please mark this document as Exhibit Number</p> <p>10 RWJ-4.</p> <p>11 (Exhibit RWJ-4 marked for</p> <p>12 identification.)</p> <p>13 Q. Mr. Irwin, I'm handing you what has</p> <p>14 been marked as Exhibit Number RWJ-4. If you could,</p> <p>15 please, take a moment to review it and let me know</p> <p>16 when you're finished.</p> <p>17 MR. CLEMENTS: For the record, this</p> <p>18 document is entitled Lawson Software Customer</p> <p>19 Agreement, Master Terms and Conditions. It also</p> <p>20 has stamped across it "Draft. Not a legal document."</p> <p>21 it bears the Bates label RWJ 000048 through RWJ</p> <p>22 000060.</p> <p>23 A. Yes.</p> <p>24 Q. Okay. Mr. Irwin, have you seen this</p> <p>25 document before?</p>
<p>42</p> <p>1 specified customer identified in an order form may</p> <p>2 not transfer, rent, lease, redistribute or</p> <p>3 re-license the products or service deliverables or</p> <p>4 use the products or service deliverables listed in</p> <p>5 that order form to provide data processing,</p> <p>6 outsourcing, service bureau, hosting services or</p> <p>7 training to third parties. Customer will not</p> <p>8 disassemble, decompile, decode or reverse engineer</p> <p>9 the software except as expressly permitted by</p> <p>10 applicable law."</p> <p>11 You see that?</p> <p>12 A. Yes.</p> <p>13 Q. And are you aware that Lawson does</p> <p>14 not permit Robert Wood Johnson to use the licensed</p> <p>15 software to provide data processing, outsourcing,</p> <p>16 service bureau, hosting services or training to</p> <p>17 third parties?</p> <p>18 A. Yes.</p> <p>19 Q. And if you look down at Section 2.5.3</p> <p>20 it states, "Customer shall not directly or indirectly</p> <p>21 export the products or service deliverables from</p> <p>22 the country of initial delivery by Lawson without</p> <p>23 the prior written authorization of Lawson in</p> <p>24 compliance with applicable laws and regulations."</p> <p>25 You see that?</p>	<p>44</p> <p>1 A. Yes.</p> <p>2 Q. Does it appear to reflect draft terms</p> <p>3 for an agreement regarding the master terms and</p> <p>4 conditions between Lawson and Robert Wood Johnson?</p> <p>5 A. Yes, it does.</p> <p>6 Q. Okay. And you note that it's</p> <p>7 unsigned by either party?</p> <p>8 A. Yes.</p> <p>9 Q. What is the purpose of this document?</p> <p>10 A. It was used for contract negotiation.</p> <p>11 Q. Okay. If you note there's a column</p> <p>12 on the right-hand side behind -- excuse me.</p> <p>13 You note there's a column on the</p> <p>14 right-hand side next to each of the terms in this</p> <p>15 draft agreement?</p> <p>16 A. Yes.</p> <p>17 Q. See that? And there's both typed and</p> <p>18 handwritten remarks in some of the blocks in the</p> <p>19 right-hand column. You see that?</p> <p>20 A. Yes.</p> <p>21 Q. And were these remarks that were made</p> <p>22 by Robert Wood Johnson?</p> <p>23 A. These remarks were made by me. I</p> <p>24 took their master agreement, created the column,</p> <p>25 read through their document, typed in my initial</p>

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<p>45</p> <p>1 request, sent it off to Lawson and then in the</p> <p>2 follow-up telephone conversation my handwritten</p> <p>3 notes are on this document.</p> <p>4 Q. I see. So that the remarks that are</p> <p>5 typed into this right-hand column reflect your</p> <p>6 concerns about the draft terms as they were set</p> <p>7 forth initially?</p> <p>8 A. Yes.</p> <p>9 Q. And the handwritten notes reflect</p> <p>10 what was discussed during negotiations with Lawson</p> <p>11 on those terms?</p> <p>12 A. On July 14th.</p> <p>13 Q. On July 14th. Thank you.</p> <p>14 Okay. You can put that document aside.</p> <p>15 thank you.</p> <p>16 I'm going to just relieve you now.</p> <p>17 We're not going to go through every document in</p> <p>18 this box.</p> <p>19 MR. SHRAGER: That was just what was</p> <p>20 going through my head. Good timing.</p> <p>21 MR. CLEMENTS: What are we up to now?</p> <p>22 MR. SHRAGER: 5.</p> <p>23 MR. CLEMENTS: Court Reporter, could</p> <p>24 you please mark this document as Exhibit Number</p> <p>25 RWJ-5.</p>	<p>47</p> <p>1 Q. And the third column also has remarks</p> <p>2 typed into it?</p> <p>3 A. Yes.</p> <p>4 Q. Could you explain what the purpose of</p> <p>5 this document is?</p> <p>6 A. This document is -- reflects Lawson's</p> <p>7 response to the previous document and discussion.</p> <p>8 Q. So would the --</p> <p>9 A. For that third column on the right</p> <p>10 would be Lawson's responses.</p> <p>11 Q. Okay. Great.</p> <p>12 And if you would, would you turn to</p> <p>13 the page marked Bates number RWJ 000074.</p> <p>14 A. Yes.</p> <p>15 Q. And now if you'll look down about</p> <p>16 three-quarters of the way down the document there's</p> <p>17 number 3.2 and it states in the left-hand column,</p> <p>18 "Except as otherwise agreed in order form,</p> <p>19 customer's responsible at customer's expense for</p> <p>20 installation of the software and service</p> <p>21 deliverables, user training, data conversion,</p> <p>22 implementation and other services."</p> <p>23 Do you see that?</p> <p>24 A. Yes.</p> <p>25 Q. And then in the second column it</p>
<p>46</p> <p>1 (Exhibit RWJ-5 marked for</p> <p>2 identification.)</p> <p>3 Q. Mr. Irwin, if you would please take a</p> <p>4 moment to review this document and let me know when</p> <p>5 you've had a chance to look it over.</p> <p>6 MR. CLEMENTS: For the record, this</p> <p>7 document is entitled Lawson Software Customer</p> <p>8 Agreement, Master Terms and Conditions, and similar</p> <p>9 to the last document we looked at, it also has</p> <p>10 stamped on it "Draft. Not a legal document."</p> <p>11 It bears the Bates label range of RWJ</p> <p>12 000068 through RWJ 000084.</p> <p>13 A. I've reviewed it.</p> <p>14 Q. Okay. Great.</p> <p>15 Mr. Irwin, have you seen this</p> <p>16 document before?</p> <p>17 A. Yes.</p> <p>18 Q. And similar to the last exhibit we</p> <p>19 looked at does this appear to reflect draft terms</p> <p>20 for an agreement regarding the master terms and</p> <p>21 conditions between Lawson and Robert Wood Johnson?</p> <p>22 A. Yes.</p> <p>23 Q. Okay. And you'll note that this</p> <p>24 document has a third column added to it.</p> <p>25 A. Yes.</p>	<p>48</p> <p>1 states "We plan on contracting for installation."</p> <p>2 You see that?</p> <p>3 A. Yes.</p> <p>4 Q. And we being Robert Wood Johnson?</p> <p>5 A. Correct.</p> <p>6 Q. Okay. And then in the third column</p> <p>7 it states, "As seen in Lawson's Statement Of Work</p> <p>8 Lawson will be installing the software at both</p> <p>9 sites, parentheses, New Brunswick and Hamilton."</p> <p>10 A. Correct.</p> <p>11 Q. You see that?</p> <p>12 A. Yes.</p> <p>13 Q. And is it your understanding that</p> <p>14 Lawson installed the software for Robert Wood</p> <p>15 Johnson?</p> <p>16 A. Yes.</p> <p>17 Q. Okay. Thank you.</p> <p>18 Okay. You can put that document aside.</p> <p>19 MR. CLEMENTS: Videographer, how are</p> <p>20 we doing on time?</p> <p>21 THE VIDEOGRAPHER: 25 minutes.</p> <p>22 MR. CLEMENTS: Okay. Good.</p> <p>23 (Pause.)</p> <p>24 THE VIDEOGRAPHER: Oh, I'm sorry.</p> <p>25 Actually, we have 20 minutes.</p>

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<p>49</p> <p>1 MR. CLEMENTS: 20 minutes? Okay.</p> <p>2 MR. SHRAGER: It's enough for him to</p> <p>3 finish.</p> <p>4 MR. CLEMENTS: Sorry?</p> <p>5 MR. SHRAGER: Nothing.</p> <p>6 MR. CLEMENTS: Court Reporter, could</p> <p>7 you please mark this document as Exhibit Number</p> <p>8 RWJ-6, please.</p> <p>9 (Exhibit RWJ-6 marked for</p> <p>10 identification.)</p> <p>11 Q. Okay. I'm handing you what has been</p> <p>12 marked as Exhibit Number RWJ-6. Please take a</p> <p>13 moment to review it and let me know when you're</p> <p>14 finished.</p> <p>15 MR. CLEMENTS: For the record, this</p> <p>16 document is entitled Lawson Software Americas,</p> <p>17 Inc., Statement of Work For Robert Wood Johnson</p> <p>18 University Hospital, New Brunswick, New Jersey. It</p> <p>19 bears the Bates label RWJ 000086 through RWJ 0000124.</p> <p>20 A. I've reviewed it.</p> <p>21 Q. Okay. Mr. Irwin, have you seen this</p> <p>22 document before?</p> <p>23 A. Yes.</p> <p>24 Q. And does this appear to be a</p> <p>25 Statement Of Work entered into by Lawson and Robert</p>	<p>51</p> <p>1 the time of the agreement?</p> <p>2 A. Yes.</p> <p>3 Q. Okay. And if you note under the</p> <p>4 headings for New Brunswick on this page and under</p> <p>5 Hamilton on the next page there's an MM and next to</p> <p>6 it it says McKesson ESI, parentheses, Matkon. You</p> <p>7 see that?</p> <p>8 A. Yes.</p> <p>9 Q. And is this the procurement software</p> <p>10 that you referred to earlier that Robert Wood</p> <p>11 Johnson was using from Lawson?</p> <p>12 A. Yes.</p> <p>13 Q. Okay. All right. If you would turn</p> <p>14 to Page Bates number RWJ 000090.</p> <p>15 A. Okay.</p> <p>16 Q. Okay. And you see the heading 3.1,</p> <p>17 Proposed Application Landscape. You see that?</p> <p>18 A. Yes.</p> <p>19 Q. And underneath it it states again</p> <p>20 Proposed Applications Scope.</p> <p>21 A. Yes.</p> <p>22 Q. Were all the software applications</p> <p>23 listed in this section within the scope of the</p> <p>24 project described in the Statement Of Work?</p> <p>25 A. Could you ask that again?</p>
<p>50</p> <p>1 Wood Johnson?</p> <p>2 A. Yes.</p> <p>3 Q. And does this Statement Of Work</p> <p>4 pertain to the services that Lawson performed for</p> <p>5 the implementation of software applications that</p> <p>6 Robert Wood Johnson had licensed from Lawson?</p> <p>7 A. Yes.</p> <p>8 Q. Okay. If you would, turn to Page</p> <p>9 marked Bates number RWJ 000089.</p> <p>10 A. Okay.</p> <p>11 Q. And if you note Section 2.1, about</p> <p>12 halfway down, it's -- the heading is titled Current</p> <p>13 Application Landscape. You see that?</p> <p>14 A. Yes.</p> <p>15 Q. And does this section reflect</p> <p>16 preexisting software applications that Robert Wood</p> <p>17 Johnson had in place at the time of the agreement?</p> <p>18 A. Some of them.</p> <p>19 Q. Okay. Could you state which ones are</p> <p>20 not accurate?</p> <p>21 A. No. Robert Wood Johnson runs well</p> <p>22 over a hundred software applications. This is a</p> <p>23 subset of the applications we run.</p> <p>24 Q. I see. But all these applications on</p> <p>25 this list were being run at Robert Wood Johnson at</p>	<p>52</p> <p>1 MR. SHRAGER: Yeah. That one didn't</p> <p>2 work.</p> <p>3 MR. CLEMENTS: I apologize --</p> <p>4 THE WITNESS: That's okay.</p> <p>5 MR. CLEMENTS: -- for that question.</p> <p>6 Q. Were all the software applications</p> <p>7 listed in this section covered within the scope of</p> <p>8 this Statement Of Work?</p> <p>9 A. That was its intention.</p> <p>10 Q. Okay. And looking over this list of</p> <p>11 applications are there any that look like they were</p> <p>12 not actually part of the Statement Of Work as it</p> <p>13 was performed?</p> <p>14 A. They were all part of the Statement</p> <p>15 Of Work.</p> <p>16 Q. Okay. And you note the heading</p> <p>17 Supply Chain Management underneath?</p> <p>18 A. Yes.</p> <p>19 Q. And within that there's requisitions,</p> <p>20 Requisition Self-Service, purchase order, inventory</p> <p>21 control, electronic data interchange and mobile</p> <p>22 pricing management. You see that?</p> <p>23 A. Yes.</p> <p>24 Q. So all of these applications were</p> <p>25 part of this Statement Of Work?</p>

<p>53</p> <p>1 A. Yes.</p> <p>2 Q. Okay. And you see under Electronic</p> <p>3 Data Interchange, next to that it states "Up to</p> <p>4 five transactions (such as EDI, PO invoice, et</p> <p>5 cetera) with two training partners/vendors one of</p> <p>6 which is GHX."</p> <p>7 You see that?</p> <p>8 A. Yes.</p> <p>9 Q. And does that mean that five</p> <p>10 transactions within EDI were part of this Statement</p> <p>11 Of Work?</p> <p>12 A. That was the intention.</p> <p>13 Q. Okay. And what would it mean that</p> <p>14 these were within the Statement Of Work?</p> <p>15 A. That Lawson would help set them up</p> <p>16 and provide training to my staff that we would then</p> <p>17 be able to continue with other vendors past the</p> <p>18 first two vendors.</p> <p>19 Q. Okay. So Lawson would assist with</p> <p>20 providing up to five transactions for two vendors</p> <p>21 and then after that Robert Wood Johnson would be on</p> <p>22 their own for the remaining --</p> <p>23 A. That's right.</p> <p>24 Q. -- vendors?</p> <p>25 And do you know when five</p>	<p>55</p> <p>1 transactions that GHX accounts for for Robert Wood</p> <p>2 Johnson?</p> <p>3 A. Only what Manny said this morning.</p> <p>4 Q. Okay.</p> <p>5 A. 70, 80 percent.</p> <p>6 Q. Okay.</p> <p>7 (Pause.)</p> <p>8 Q. Okay. You could put that document</p> <p>9 aside for now. I might return to it a little bit.</p> <p>10 I want to keep moving on.</p> <p>11 MR. CLEMENTS: Court Reporter, could</p> <p>12 you please mark this document as Exhibit Number</p> <p>13 RWJ-7.</p> <p>14 I just want to go through these</p> <p>15 documents fairly quickly.</p> <p>16 (Exhibit RWJ-7 marked for</p> <p>17 identification.)</p> <p>18 Q. I've handed you what's been marked as</p> <p>19 Exhibit Number RWJ-7. If you could please take a</p> <p>20 moment to review it and let me know when you're</p> <p>21 finished.</p> <p>22 MR. CLEMENTS: For the record, this</p> <p>23 document is entitled Requisition Self-Service RSS</p> <p>24 Training Guide, Lawson Software. It bears a Bates</p> <p>25 label RWJ 003998 through RWJ 004020.</p>
<p>54</p> <p>1 transactions were set up?</p> <p>2 A. I don't believe all five were set up.</p> <p>3 I do -- you know, the invoice -- let's see. The PO</p> <p>4 out to GHX was set up, the electronic invoicing</p> <p>5 coming back in which I believe is the A 10 was set</p> <p>6 up. We haven't taken advantage of all five of the</p> <p>7 EDI transactions that we would find deeper into</p> <p>8 this document.</p> <p>9 Q. Okay. And do you know who the other</p> <p>10 trading vendor was besides GHX that was part of it?</p> <p>11 A. No. It was to be determined by us.</p> <p>12 Q. Okay.</p> <p>13 A. So like Manny or I would choose who</p> <p>14 that vendor is.</p> <p>15 Q. Did you ever choose another vendor?</p> <p>16 A. We have not.</p> <p>17 Q. I see. But Lawson assisted with</p> <p>18 setting up GHX?</p> <p>19 A. GHX.</p> <p>20 Q. Okay.</p> <p>21 A. The concern at the time was that</p> <p>22 Hamilton might not go -- continue with GHX so they</p> <p>23 would need another vendor like GHX but that never</p> <p>24 happened.</p> <p>25 Q. Okay. Do you know what percentage of</p>	<p>56</p> <p>1 A. I've looked at it.</p> <p>2 Q. Okay. Have you seen this document</p> <p>3 before?</p> <p>4 A. Only briefly before I sent it off to</p> <p>5 you.</p> <p>6 Q. Okay. And does this appear to be a</p> <p>7 training guide for Lawson's Requisition</p> <p>8 Self-Service application for use by Robert Wood</p> <p>9 Johnson?</p> <p>10 A. Yes.</p> <p>11 Q. Do you know who authored this</p> <p>12 document?</p> <p>13 A. I believe Manny Matias authored this</p> <p>14 document.</p> <p>15 Q. If it was not Mr. Matias would it</p> <p>16 have been someone at Robert Wood Johnson?</p> <p>17 A. Yes.</p> <p>18 Q. So it was not authored by Lawson?</p> <p>19 A. No.</p> <p>20 Q. Did Lawson provide any assistance in</p> <p>21 drafting this document?</p> <p>22 A. I don't know.</p> <p>23 Q. You see down at the bottom left</p> <p>24 corner it says modified 7/27/2009. Do you know if</p> <p>25 that was the date this document was created?</p>

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<p>57</p> <p>1 MR. SHRAGER: Modified?</p> <p>2 A. I don't know.</p> <p>3 Q. Do you have any idea when the</p> <p>4 document might have been created?</p> <p>5 A. No.</p> <p>6 Q. Okay. You can put that document</p> <p>7 aside.</p> <p>8 MR. CLEMENTS: Court Reporter, could</p> <p>9 you please mark this document as Exhibit Number</p> <p>10 RWJ-8, please.</p> <p>11 (Exhibit RWJ-8 marked for</p> <p>12 identification.)</p> <p>13 Q. I'm handing you what has been marked</p> <p>14 as Exhibit Number RWJ-8. If you would, please take</p> <p>15 a moment to review it. Let me know when you're</p> <p>16 finished.</p> <p>17 MR. CLEMENTS: For the record --</p> <p>18 A. I'm okay.</p> <p>19 Q. Okay.</p> <p>20 MR. CLEMENTS: And for the record</p> <p>21 this document is entitled Lawson Implementation</p> <p>22 Buyer Training Guide. Bears Bates range RWJ 003860</p> <p>23 through RWJ 003912.</p> <p>24 Q. Have you ever seen this document</p> <p>25 before?</p>	<p>59</p> <p>1 Q. Okay. Is this -- let me start over.</p> <p>2 The training for these buyers would</p> <p>3 be the same training that we discussed earlier that</p> <p>4 Mr. Fisher provided to law -- excuse me -- to</p> <p>5 Robert Wood Johnson?</p> <p>6 A. Yes.</p> <p>7 Q. Okay. You can set that document</p> <p>8 aside.</p> <p>9 MR. CLEMENTS: What are we up to now?</p> <p>10 9?</p> <p>11 MR. SHRAGER: 9.</p> <p>12 MR. CLEMENTS: Court Reporter, could</p> <p>13 you please mark this document as Exhibit Number</p> <p>14 RWJ-9.</p> <p>15 (Exhibit RWJ-9 marked for</p> <p>16 identification.)</p> <p>17 Q. Okay. You've been handed what's been</p> <p>18 marked as Exhibit Number RWJ-9. Take a moment to</p> <p>19 review it and let me know when you've had a chance</p> <p>20 to finish.</p> <p>21 MR. CLEMENTS: For the record this</p> <p>22 document is entitled System Admin Steps To Adding</p> <p>23 An Item. It bears the Bates label RWJ 004144</p> <p>24 through RWJ 004165.</p> <p>25 A. Okay.</p>
<p>58</p> <p>1 A. Only in preparing the documents for</p> <p>2 you.</p> <p>3 Q. Okay. Does this document appear to</p> <p>4 be a guide on Lawson's procurement software for --</p> <p>5 for the purpose of training buyers at Robert Wood</p> <p>6 Johnson?</p> <p>7 A. Yes, it does.</p> <p>8 Q. Do you know who authored this</p> <p>9 document?</p> <p>10 A. Lawson to the best of my knowledge.</p> <p>11 Q. Do you know who at Lawson authored</p> <p>12 this document?</p> <p>13 A. No.</p> <p>14 Q. Okay. Do you know when this document</p> <p>15 was provided to Robert Wood Johnson?</p> <p>16 A. No.</p> <p>17 Q. Do you know if this document was used</p> <p>18 during any training provided to buyers at Robert</p> <p>19 Wood Johnson?</p> <p>20 A. Can I just go tongue in cheek for a</p> <p>21 minute? I hope so. Yes. Sorry.</p> <p>22 Q. That's okay.</p> <p>23 Do you know -- do you know who gave</p> <p>24 the training?</p> <p>25 A. That would be Bart Fisher.</p>	<p>60</p> <p>1 Q. Have you ever seen this document</p> <p>2 before?</p> <p>3 A. Only in preparing for the deposition.</p> <p>4 Q. Okay. Does this appear to be a guide</p> <p>5 providing instructions on methods to add items to</p> <p>6 the Item Master in Lawson's procurement software?</p> <p>7 A. Yes.</p> <p>8 Q. Do you know who authored this</p> <p>9 document?</p> <p>10 A. I would assume Lawson authored the</p> <p>11 document.</p> <p>12 Q. If Lawson -- strike that question.</p> <p>13 Do you know when this document was</p> <p>14 created?</p> <p>15 A. No, I do not.</p> <p>16 Q. Do you know if this document was used</p> <p>17 in conjunction with --</p> <p>18 A. Can I bring something up?</p> <p>19 Q. Yes.</p> <p>20 A. If you look at the detail on this</p> <p>21 document, if you look at Page 004146, under the</p> <p>22 C -- 1 IC 11 Item Master, if you see Prepared By?</p> <p>23 Q. Yes.</p> <p>24 A. That is a Robert Wood Johnson</p> <p>25 employee.</p>

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<p>61</p> <p>1 Q. Okay.</p> <p>2 A. And I see that his initials are on</p> <p>3 another page, 004149. That would lead me to</p> <p>4 believe that Paul Febres created the document.</p> <p>5 Q. Okay. All right. Thank you.</p> <p>6 And do you know if this document was</p> <p>7 used in conjunction with any training that was</p> <p>8 provided to Robert Wood Johnson personnel on --</p> <p>9 A. That was --</p> <p>10 Q. -- Lawson procurement --</p> <p>11 A. -- the intention --</p> <p>12 Q. -- software?</p> <p>13 A. -- of this -- the intention of this</p> <p>14 document was to help train the buyers and the</p> <p>15 storeroom to how to maintain the Item Master?</p> <p>16 Q. And do you know who provided that</p> <p>17 training?</p> <p>18 A. From -- from Lawson it would be Bart</p> <p>19 Fisher but it appears that one of my staff, Paul</p> <p>20 Febres, has been an integral part of that. Paul</p> <p>21 was our technical rep on the Lawson project.</p> <p>22 Technical analyst.</p> <p>23 Q. So it could be Paul Febres or Bart</p> <p>24 Fisher or both in conjunction that performed the</p> <p>25 training?</p>	<p>63</p> <p>1 A. All right.</p> <p>2 Q. Have you seen this document before?</p> <p>3 A. Only in gathering the materials to</p> <p>4 send to you.</p> <p>5 Q. Okay. Does this document appear to</p> <p>6 be a guide on Lawson's procurement software for</p> <p>7 training those personnel at Robert Wood Johnson who</p> <p>8 would be approving requisitions?</p> <p>9 A. Yes.</p> <p>10 Q. And do you know who authored this</p> <p>11 document?</p> <p>12 A. No.</p> <p>13 Q. Do you know if it was someone at</p> <p>14 Robert Wood Johnson?</p> <p>15 A. It appears that it was done by staff</p> <p>16 at Robert Wood Johnson.</p> <p>17 Q. And how is it that you can tell that?</p> <p>18 A. On Page 4168 the -- where it says</p> <p>19 unit work 160, says the host was done on our</p> <p>20 systems. It says dev host sap. That's a -- that's</p> <p>21 the computer at Hamilton.</p> <p>22 Q. Okay.</p> <p>23 A. All right. See ham there? And there</p> <p>24 are other nomenclature further down in the</p> <p>25 document.</p>
<p>62</p> <p>1 A. Yes.</p> <p>2 Q. Okay. I think we can put that</p> <p>3 document aside and if we could take a break for the</p> <p>4 videographer to change tapes. I think we're just</p> <p>5 about out of tape.</p> <p>6 THE VIDEOGRAPHER: This concludes</p> <p>7 volume one, tape number one in the deposition of</p> <p>8 Robert Irwin. Going off the record. The time is</p> <p>9 3:12.,</p> <p>10 (Recess taken at 3:12 p.m.)</p> <p>11 (Exhibit RWJ-10 marked for</p> <p>12 identification.)</p> <p>13 THE VIDEOGRAPHER: Back on the record</p> <p>14 at 3:23.,</p> <p>15 This begins volume one, tape number</p> <p>16 two in the deposition of Robert Irwin.</p> <p>17 BY MR. CLEMENTS:</p> <p>18 Q. Mr. Irwin, I handed you what's been</p> <p>19 marked as Exhibit Number RWJ-10. If you would,</p> <p>20 please take a moment to review it and let me know</p> <p>21 when you're done.</p> <p>22 MR. CLEMENTS: For the record, this</p> <p>23 document is entitled Requisition Approval Training</p> <p>24 Guide. It bears a Bates label RWJ 004166 through</p> <p>25 RWJ 004175.</p>	<p>64</p> <p>1 On Page 004172 again it says http sap</p> <p>2 100 Hamilton rwjuh at edu.</p> <p>3 Q. Okay. Do you know if this document</p> <p>4 was used in conjunction with any training done at</p> <p>5 Robert Wood Johnson?</p> <p>6 A. The purpose of this document would be</p> <p>7 to train directors and vice-presidents to approve</p> <p>8 requisitions that were generated by their staff.</p> <p>9 Q. Okay. And was any such training done</p> <p>10 at Robert Wood Johnson?</p> <p>11 A. There were training classes. Not</p> <p>12 everyone attended but there were training classes.</p> <p>13 Q. And who gave those training classes?</p> <p>14 A. Our staff.</p> <p>15 Q. Okay.</p> <p>16 A. Earlier we talked about the super</p> <p>17 user. Lawson trained the super user. Super user</p> <p>18 trained the staff.</p> <p>19 Q. Okay. You can put that document</p> <p>20 aside.</p> <p>21 MR. CLEMENTS: Court Reporter, could</p> <p>22 you please mark this document as Exhibit Number</p> <p>23 RWJ-11, please.</p> <p>24 (Exhibit RWJ-11 marked for</p> <p>25 identification.)</p>

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<p>65</p> <p>1 Q. Okay, Mr. Irwin. I've handed you</p> <p>2 what's been marked as Exhibit Number RWJ-11. If</p> <p>3 you would please take a moment to review it and let</p> <p>4 me know when you're done.</p> <p>5 MR. CLEMENTS: For the record, this</p> <p>6 document is entitled Procurement Design Document</p> <p>7 For Robert Wood Johnson University Health. It bears</p> <p>8 the Bates label RWJ 002452 through RWJ 002525. Okay.</p> <p>9 Q. Have you seen this document before?</p> <p>10 A. Only in preparing the documents for</p> <p>11 you.</p> <p>12 Q. Does this document appear to be</p> <p>13 laying out the design configuration of Lawson's</p> <p>14 procurement software as it was implemented at</p> <p>15 Robert Wood Johnson?</p> <p>16 A. I haven't reviewed the document in</p> <p>17 detail enough to answer that question. You want to</p> <p>18 try another question or...</p> <p>19 Q. Sure. Do you have any reason to</p> <p>20 believe that this document does not accurately</p> <p>21 describe the design configuration that's used at</p> <p>22 Robert Wood Johnson?</p> <p>23 A. I don't know whether it does or it</p> <p>24 doesn't.</p> <p>25 Q. Okay. Do you know who authored this</p>	<p>67</p> <p>1 A. -- that time.</p> <p>2 Q. And do you know what --</p> <p>3 A. Based --</p> <p>4 Q. -- alterations were performed since</p> <p>5 that time?</p> <p>6 A. I do not know but based on this date</p> <p>7 this would be the time frame for the training --</p> <p>8 the test system to be set up so there would</p> <p>9 definitely be changes since that date.</p> <p>10 Q. I see. Based on what the results of</p> <p>11 the test were?</p> <p>12 A. Right.</p> <p>13 Q. Okay. All right. That's all I have</p> <p>14 for that document.</p> <p>15 MR. CLEMENTS: And why don't we just</p> <p>16 check? I think that may be all I have.</p> <p>17 (Pause.)</p> <p>18 MR. CLEMENTS: Yeah, I have no</p> <p>19 further questions.</p> <p>20 MR. SHRAGER: Mr. Graham, I assume</p> <p>21 you do.</p> <p>22 MR. GRAHAM: Just a few questions,</p> <p>23 yes.</p> <p>24 CROSS-EXAMINATION BY MR. GRAHAM:</p> <p>25 Q. Mr. Irwin, can I have you take a look</p>
<p>66</p> <p>1 document?</p> <p>2 A. It says that Bart Fisher authored the</p> <p>3 document.</p> <p>4 Q. And Bart Fisher is a Lawson employee?</p> <p>5 A. Yes, he is.</p> <p>6 Q. And he was the consultant that we've</p> <p>7 discussed earlier?</p> <p>8 A. Yes.</p> <p>9 Q. And do you know when this document</p> <p>10 was created?</p> <p>11 A. June 28th, 2009 based on what's</p> <p>12 marked on the document.</p> <p>13 Q. And do you have any idea what the</p> <p>14 purpose of this document might be?</p> <p>15 A. When it was first handed to me I</p> <p>16 thought it was another training document. I'm</p> <p>17 starting to think that it wasn't. It was used for</p> <p>18 more than just training.</p> <p>19 Q. Okay.</p> <p>20 A. It appears to be the first set-up of</p> <p>21 the software.</p> <p>22 Q. And when you say first set up do you</p> <p>23 think there might have been some alterations --</p> <p>24 A. Since --</p> <p>25 Q. -- since then?</p>	<p>68</p> <p>1 at Exhibit 8 again?</p> <p>2 A. 8?</p> <p>3 Q. It is entitled Lawson Implementation</p> <p>4 Buyer Training Guide.</p> <p>5 A. Yes.</p> <p>6 Q. And you stated when Mr. Clements was</p> <p>7 asking you that this was -- you believe this was</p> <p>8 authored by Lawson?</p> <p>9 A. Yes.</p> <p>10 Q. Can I have you look at Page 2 which</p> <p>11 is Bates number RWJ-003862.</p> <p>12 A. Yes.</p> <p>13 Q. Can I direct your attention to the</p> <p>14 line that says Prepared By four lines from the top?</p> <p>15 A. Yes.</p> <p>16 Q. And it says P --</p> <p>17 A. Febres.</p> <p>18 Q. Febres.</p> <p>19 A. He's a Robert Wood employee.</p> <p>20 Q. Would that lead you to believe that</p> <p>21 this document was actually authored by a Robert</p> <p>22 Wood Johnson employee?</p> <p>23 A. Yes.</p> <p>24 MR. GRAHAM: I have no further</p> <p>25 questions on that document.</p>

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<p>69</p> <p>1 MR. SHRAGER: I almost got real</p> <p>2 excited the way that was phrased.</p> <p>3 Q. I just want to ask you a couple of</p> <p>4 questions about the installation and the</p> <p>5 implementation.</p> <p>6 A. Okay.</p> <p>7 Q. So you stated that Lawson installed</p> <p>8 the procurement system on Robert Wood Johnson's</p> <p>9 hardware. Is that right?</p> <p>10 A. Yes.</p> <p>11 Q. After installation but before</p> <p>12 implementation were there any items in the Item</p> <p>13 Master?</p> <p>14 A. I -- I didn't quite understand the</p> <p>15 question. After?</p> <p>16 Q. After the installation but before the</p> <p>17 implementation were there any items in the Item</p> <p>18 Master?</p> <p>19 A. No.</p> <p>20 Q. And let me make sure I got the steps</p> <p>21 correctly.</p> <p>22 It sounds like the way that the Item</p> <p>23 Master was initially populated was employees from</p> <p>24 Robert Wood Johnson extracted files from the old</p> <p>25 Matkon system and then formatted the data and then</p>	<p>71</p> <p>1 Q. Do you know what was -- what was</p> <p>2 required to set the purchase order out transaction</p> <p>3 up for GHX?</p> <p>4 A. No.</p> <p>5 Q. Do you know what was required to set</p> <p>6 up the electronic invoicing from GHX?</p> <p>7 A. Let me re -- let me restate that.</p> <p>8 I believe the electronic invoicing is</p> <p>9 coming directly from Owens and Minor. Not -- no.</p> <p>10 The electronic invoice -- yeah. The</p> <p>11 electronic invoicing is coming from Owens and</p> <p>12 Minor. That's the only vendor we have on the 810.</p> <p>13 Q. Okay. What information comes back</p> <p>14 from Owens and Minor when they send an electronic</p> <p>15 invoice through EDI?</p> <p>16 A. Oh, the PO number, the PO amount for</p> <p>17 each line.</p> <p>18 Q. Okay.</p> <p>19 A. So it -- it -- it's really like a</p> <p>20 paper invoice. It has all the lines on it.</p> <p>21 MR. GRAHAM: That's all the questions</p> <p>22 I have.</p> <p>23 MR. CLEMENTS: Okay. I have just a</p> <p>24 couple more questions.</p> <p>25 REDIRECT EXAMINATION BY MR. CLEMENTS:</p>
<p>70</p> <p>1 Bart Fisher or -- imported those into the Item</p> <p>2 Master. Is that correct?</p> <p>3 A. That's the way I understand it.</p> <p>4 Q. At that point were the items in the</p> <p>5 Item Master associated with any vendors?</p> <p>6 A. No. That's something I found out</p> <p>7 recently; that in our old system all the items were</p> <p>8 associated with vendors. In Lawson we have to go</p> <p>9 through a second step to associate them with</p> <p>10 vendors.</p> <p>11 Q. Who did that second step in the</p> <p>12 Lawson system of associating the items with the</p> <p>13 vendors?</p> <p>14 A. We're still doing it.</p> <p>15 Q. You're still doing it.</p> <p>16 A. So we do it.</p> <p>17 Q. One more set of questions.</p> <p>18 Regarding the GHX transactions, you</p> <p>19 stated that Lawson helped you set up the purchase</p> <p>20 order out and the electronic invoicing for GHX?</p> <p>21 A. (Witness indicates.)</p> <p>22 Q. What were the other three</p> <p>23 transactions that you didn't have set up?</p> <p>24 A. I don't know all the -- the five EDI</p> <p>25 transactions, all right?</p>	<p>72</p> <p>1 Q. Okay. Mr. Irwin, you said that</p> <p>2 you're still working on -- excuse me.</p> <p>3 You said that Robert Wood Johnson is</p> <p>4 still working on associating items in Item Master</p> <p>5 with vendors. Is that correct?</p> <p>6 A. Correct.</p> <p>7 Q. And when did that process begin?</p> <p>8 A. It began with the go live on November</p> <p>9 1st.</p> <p>10 Q. And who is responsible for doing this</p> <p>11 work?</p> <p>12 A. Various members of the materials</p> <p>13 management staff but it's being led by Manny.</p> <p>14 Q. And has Lawson had any involvement</p> <p>15 in -- with this project of associating Item Master</p> <p>16 items with vendors?</p> <p>17 A. It has been part of the follow-up</p> <p>18 education that we've asked Lawson to provide.</p> <p>19 Q. And aside from that -- that</p> <p>20 additional education that was provided by Lawson</p> <p>21 for this purpose has Lawson provided any other</p> <p>22 assistance for this project?</p> <p>23 A. That's pretty open-ended. Yes.</p> <p>24 Q. And what -- what sort of assistance?</p> <p>25 MR. SHRAGER: That's all right.</p>

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<p>73</p> <p>1 A. The same type of assistance that had</p> <p>2 been provided all along; education of the staff,</p> <p>3 review of how the system is set up and how it</p> <p>4 functions and a lot -- lately a lot of problem</p> <p>5 resolution. Because we had a vendor problem, we</p> <p>6 have a lot of unmatched invoices and Lawson is</p> <p>7 helping us match the invoices that are coming in</p> <p>8 whether paper or electronic with the POs that we've</p> <p>9 generated.</p> <p>10 Q. Okay.</p> <p>11 A. Okay?</p> <p>12 Q. Okay.</p> <p>13 MR. CLEMENTS: I don't have any more</p> <p>14 questions.</p> <p>15 MR. GRAHAM: None.</p> <p>16 MR. SHRAGER: Thank you, gentlemen.</p> <p>17 MR. CLEMENTS: All right. Go off the</p> <p>18 record.</p> <p>19 THE VIDEOGRAPHER: Here marks the end</p> <p>20 of volume one, tape number two in the deposition of</p> <p>21 Robert Irwin.</p> <p>22 Going off the record. The time is</p> <p>23 3:37.,</p> <p>24 (Counsel retains exhibits.)</p> <p>25 (3:37 p.m.)</p>	<p>75</p> <p>1 JURAT</p> <p>2 I, ROBERT G. IRWIN, do hereby</p> <p>3 certify that I have read the foregoing transcript</p> <p>4 of my testimony taken on Wednesday, March 10, 2010</p> <p>5 and have signed it subject to the following</p> <p>6 changes:</p> <p>7 PAGE LINE CHANGE</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20 _____</p> <p>21 ROBERT G. IRWIN</p> <p>22</p> <p>23 DATE: _____</p> <p>24</p> <p>25 Sworn and subscribed to before me this</p> <p>day of , 20 .</p> <p>NOTARY PUBLIC</p>
<p>74</p> <p>1 CERTIFICATE OF OFFICER</p> <p>2</p> <p>3</p> <p>4 I, PATRICIA J. RUSSONIELLO, a</p> <p>5 Certified Court Reporter and a Notary Public of the</p> <p>6 State of New Jersey, do hereby certify that prior</p> <p>7 to the commencement of the examination the witness</p> <p>8 was duly sworn by me.</p> <p>9 I DO FURTHER CERTIFY that the</p> <p>10 following is a true and accurate transcript of the</p> <p>11 testimony as taken stenographically by and before</p> <p>12 me at the date, time and place aforementioned and</p> <p>13 that reading and signing of the deposition has been</p> <p>14 requested.</p> <p>15 I DO FURTHER CERTIFY that I am</p> <p>16 neither a relative nor employee, nor attorney or</p> <p>17 counsel to any parties involved; that I am neither</p> <p>18 related to nor employed by any such attorney or</p> <p>19 counsel, and that I am not financially interested</p> <p>20 in the action.</p> <p>21</p> <p>22</p> <p>23</p> <p>24 _____</p> <p>A NOTARY PUBLIC OF THE STATE OF NEW JERSEY</p> <p>My Commission Expires: 4/20/2010</p> <p>25 C.C.R. License No. X100517</p>	

CERTIFICATE OF SERVICE

I hereby certify that on the 9th day of August, 2010, I will electronically file the foregoing

**PLAINTIFF EPLUS'S OBJECTIONS TO DEFENDANT'S DESIGNATION AND
SUMMARY OF THE DEPOSITION OF ROBERT IRWIN AND COUNTER-
DESIGNATIONS**

with the Clerk of Court using the CM/ECF system which will then send a notification of such filing (NEF) via email to the following:

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